



Christopher Heimann
General Attorney

SBC Telecommunications Inc.
1401 I Street NW, Suite 400
Washington, D.C. 20005

Phone 202 326-8909
Fax 202 408-8745
ch1541@sbc.com E-mail

January 21, 2005

VIA ELECTRONIC FILING

William Davenport
Chief, Investigations and Hearings Division
Enforcement Bureau
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Re: Applications of Ameritech Corp., Transferor, and SBC Communications Inc., Transferee, for Consent to Transfer Control of Corporations Holding Commission Licenses and Lines Pursuant to Section 214 and 310(d) of the Communications Act and Parts 5, 22, 24, 25, 63, 90, 95, 101 of the Commission's Rules (CC Docket No. 98-141 – Post-Merger Audit Requirements)

Dear Mr. Davenport:

Last Autumn, in response to a request from the Bureau staff, SBC submitted a written explanation of its position that Merger Condition 19 (requiring SBC to provide shared transport in the former Ameritech region on terms that are substantially similar to the terms offered in Texas as of August 27, 1999) sunset on March 24, 2003, the date on which D.C. Circuit's vacatur of the Commission's unbundling rules adopted in the *UNE Remand Order*, including the obligation to provide shared transport, became final and non-appealable.¹ The Enforcement Bureau never responded to that letter, and subsequently informed SBC that it would take no action unless SBC requested an interpretation of Condition 19.

Based on preliminary discussions regarding the scope of the 2004 Merger Audit, it appears that, absent Commission direction to the contrary, Ernst & Young intends to audit SBC's provision of shared transport in the Ameritech region during 2004. Although SBC still continues to offer shared transport (including shared transport for intraLATA toll) in the Ameritech region, as discussed in SBC's September 9 Letter, Condition 19 by its terms sunset in March 2003. Consequently, Ernst & Young should not include in the 2004 Merger Audit an assessment of SBC's shared transport offering in the Ameritech region, and SBC requests that the Bureau so clarify. Specifically, SBC requests that the Bureau affirm that Condition 19 sunset in March 2003, and therefore should not be included in the 2004 Merger Audit. If, despite the plain

¹ Letter of Christopher Heimann to William Davenport, CC Docket No. 98-141 (filed September 9, 2004) (September 9 Letter) (attached hereto).

language of Condition 19, the Bureau disagrees with SBC's analysis, SBC requests that the Bureau provide a written explanation of its decision so that SBC can obtain review of the Bureau's decision without delay.

SBC further requests that the Bureau act promptly on this matter. The 2004 Merger Audit already is underway, and prompt action by the Bureau will avoid the unnecessary expenditure of time and resources by SBC, Ernst & Young, and Commission staff.

If you have any questions concerning the foregoing, please contact the undersigned.

Sincerely,

/s/ Christopher M. Heimann

cc: Hugh Boyle
Pete Young
Hillary DeNigro